North Dakota University System Foundation
Minutes of the April 14, 2016, 1:00 p.m. CT.
Bismarck, State Capitol, Missouri River Room

Call to Order
Chancellor Hagerott called the meeting to order at 1:00 p.m. CT.

Members Present:
Mr. Jon Backes (via phone)
Dr. Kevin Melicher
Senator Erin Oban
Representative Cynthia Schreiber Beck
Dr. Larry C. Skogen
Mr. Mike Warner
Chancellor Mark Hagerott (ex officio)

Members Absent:
Ms. Kathleen Neset

Others present:
Ms. Tammy Dolan, Chief Financial Officer
Ms. Karl Riedman, Compliance Officer
Ms. Laura Schratt, Director of Audit Services
Mr. Nick Vaughn, Assistant Attorney General
Ms. Rebecca Wimer, Executive Assistant to the Chancellor

Agenda
It was moved by Schreiber Beck, seconded by Skogen, to approve the agenda.
Backes, Melicher, Oban, Schreiber Beck, Skogen and Warner voted aye. Motion carried.

Open Meeting/Records Law Presentation
Mr. Vaughn gave a brief overview of open meeting/records law. He said that up to three members are allowed to speak to one another on a topic without violating the open meeting law. Chancellor Hagerott is allowed to communicate to all members on an informative basis, i.e., agendas, meeting information, etc. as long as he is not polling them on an item that will go before the group.

Meeting Minutes
It was moved by Wamer, seconded by Oban, to approve the February 8, 2016 minutes.
Backes, Melicher, Oban, Schreiber Beck, Skogen and Warner voted aye. Motion carried.

Bylaws
Ms. Dolan presented the NDUS Foundation Bylaws. She said that basic changes have been made. Oban said that in Article XI there was an extra “m” within the paragraph. Before voting on the bylaws, the committee asked to discuss the vision, purpose and direction of the NDUS Foundation.
Vision, Purpose, and Direction
The committee reviewed the current vision, purpose and direction of the NDUS Foundation. They discussed ideas on where the foundation should go. They also discussed ideas on how to build foundation funds and how to get information out to the public on the foundation.

President of the NDUS Foundation
It was moved by Wamer, seconded by Oban, to appoint Melicher as the president of the NDUS Foundation.

Backes, Oban, Schreiber Beck, Skogen and Wamer voted aye. Melicher abstained. Motion carried.

Vice President of the NDUS Foundation
It was moved by Oban to appoint Wamer as the vice president of the NDUS Foundation. Wamer respectfully declined the nomination. Motion failed.

It was moved by Skogen, seconded by Wamer, to appoint Oban as the vice president of the NDUS Foundation. Oban respectfully declined the nomination. Motion failed.

It was moved by Wamer, seconded by Skogen, to appoint Backes as the vice president of the NDUS Foundation.

Melicher, Oban, Schreiber Beck, Skogen and Wamer voted aye. Backes abstained. Motion carried.

Executive Vice President of the NDUS Foundation
It was moved by Skogen, seconded by Schreiber Beck to appoint Hagerott as the executive vice president of the NDUS Foundation.

Backes, Melicher, Oban, Schreiber Beck, Skogen and Wamer voted aye. Motion carried.

Ms. Dolan said that a third member would need to be appointed by the NDUS Foundation chair to the Executive Committee. President Melicher appointed Schreiber Beck to the Executive Committee. Schreiber Beck accepted.

Policies and Procedures
Schratt discussed the current and proposed policies and procedures of the foundation.

It was moved by Oban, seconded by Wamer, to approve the policies and procedures as presented pending a two-week moratorium.

It was suggested to draft a policy pertaining to incoming donations and how they are handled, making sure the NDUS Foundation does not inadvertently overstep their bounds with one of the institutional foundations. The NDUS Foundation needs to make sure that they have clear and open communication with the institutional foundations.

Backes, Melicher, Oban, Schreiber Beck, Skogen and Wamer voted aye. Motion carried.

NDUS Foundation MOU
Ms. Dolan reviewed the draft MOU between the North Dakota University System and the NDUS Foundation. President Melicher suggested adding additional language under
Section 14. Conflict of Interest, to include it is in the best interest of the NDUS and the NDUS foundation to be aware of the role of the various college and university foundations. Vice President Backes suggested another bullet in Section 4, Foundation Funding for the NDUS, to include a catch all phrase that would say such other worthy projects within the foundation’s purpose. Dolan said that she would update the MOU with the purposed wording. Once final, she would obtain the president and chancellors signatures.

*It was moved* by Skogen, seconded by Warner, to approve the NDUS Foundation MOU as amended.

Backes, Melicher, Oban, Schreiber Beck, Skogen and Warner voted aye. Motion carried.

**Vision, Purpose, and Direction Cont.**

Dr. Skogen said the purpose of the bylaws need to be fine-tuned to better articulate the direction and vision of the NDUS Foundation. He felt the current purpose too broad. Chancellor Hagerott suggested leaving the purpose broad but including a strategic statement within a cover letter that would specify key areas the foundation would focus on. This strategic cover letter could be reviewed and updated on a biannual basis. Chancellor Hagerott said he would be happy to draft this strategic cover letter for the foundation to review.

The foundation determined the following key initiatives that they would like to pursue and promote.

- Humanities, cultural and the arts
- Responding to immediate workforce needs
- Looking forward to the future
- Retention/student success

President Melicher suggested setting a timeline. The Foundation needs to develop an action plan and then communicate this with the board and executive directors of the foundations before moving forward with membership, cooperate sponsorships, fundraising, etc.

The next NDUS Arts and Humanities Summit is scheduled for September 29 at UND.

**Future Meeting Dates**

It was discussed to have the next foundation meeting face-to-face during the first part of June in Bismarck. Possible meeting dates will be sent out within the week. Foundation members agreed meeting on a quarterly basis at a minimum.

**Bylaws Cont.**

*It was moved* by Backes, seconded by Oban, to approve the bylaws as presented pending a two-week moratorium.

Backes, Melicher, Oban, Schreiber Beck, Skogen and Warner voted aye. Motion carried.

President Melicher adjourned the meeting at 3:30 p.m. CT.